

JUL 02 '12 -11 16 AM

LAW OFFICES OF  
**LOUIS E. GITOMER, LLC.**~~STATE TRANSPORTATION BOARD~~600 BALTIMORE AVENUE, SUITE 301  
TOWSON, MARYLAND 21204-4022  
(410) 296-2250 • (202) 466-6532  
FAX (410) 312-0885LOUIS E. GITOMER  
Lou@lgrailaw.comMELANIE B. YASBIN  
Melanie@lgrailaw.com  
410-296-2225

July 2, 2012

Ms. Cynthia T. Brown  
Chief of the Section of Administration, Office of Proceedings  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D. C. 20423

Dear Ms. Brown:

I have enclosed for e-filing the document described below, to be recorded pursuant to 49 U.S.C. § 11301.

The document is a Memorandum of Assignment and Assumption Agreement, a secondary document, dated as of June 29, 2012. The primary document to which this is connected is recorded under Recordation Number 30265. We request that this document be recorded under Recordation Number 30265-B.

The names and addresses of the parties to the Memorandum of Assignment and Assumption Agreement are:

## Assignor:

PNC Equipment Finance, LLC  
One PNC Plaza, 10<sup>th</sup> Floor  
249 Fifth Avenue  
Pittsburgh, PA 15222

## Assignee:

Fifth Third Equipment Finance Company  
38 Fountain Square Plaza  
Cincinnati, OH 45202

A description of the equipment covered by the Memorandum of Assignment and Assumption Agreement consists of 313 covered hopper cars numbered NCIX 534-648, inclusive, 1299-1440, inclusive, 1829-1853, inclusive, and 2001-2034, inclusive (excluding, NCIX 578, 1361, and 2005).

Ms. Cynthia F. Brown

July 2, 2012

Page 2

A fee of \$41.00 is enclosed. Please return one copy by email to:

Louis E. Gitomer  
600 Baltimore Avenue, Suite 301  
Towson, MD 21204  
Lou@lgrailaw.com

A short summary of the document to appear in the index follows: a Memorandum of Assignment and Assumption Agreement between PNC Equipment Finance, LLC, One PNC Plaza, 10<sup>th</sup> Floor, 249 Fifth Avenue, Pittsburgh, PA 15222, and Fifth Third Equipment Finance Company, 38 Fountain Square Plaza, Cincinnati, OH 45202, covering 313 covered hopper cars numbered NCIX 534-648, inclusive, 1299-1440, inclusive, 1829-1853, inclusive, and 2001-2034, inclusive (excluding, NCIX 578, 1361, and 2005).

Very Truly Yours,

  
Louis E. Gitomer

Enclosure

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SURFACE TRANSPORTATION BOARD

**MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

This **MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**, dated as of June 29, 2012 (this "Agreement"), is between PNC Equipment Finance, LLC ("PNCEF"), as assignor, and FIFTH THIRD EQUIPMENT FINANCE COMPANY ("Assignee"), as assignee.

1. PNCEF, as lessor, entered into a Rail Equipment Lease Agreement dated as of June 27, 2012 and Schedules Nos. 165068000, 165069000, 165067000, 165070000 and 165071000 thereto (the "Lease"), with NOVA Chemicals Inc. ("NOVA"), as lessee. As evidence of the Lease, a Memorandum of Lease Agreement dated as of June 27, 2012 between PNCEF and NOVA was recorded at the Surface Transportation Board on June 27, 2012, under Recordation No. 30265 for 1,878 covered hopper cars numbered NCIX 212-2111, inclusive (excluding NCIX 236, 258, 366, 367, 394, 454, 578, 1012, 1052, 1199, 1361, 1465, 1479, 1534, 1726, 1731, 1767, 1938, 1958, 2005, 2057, and 2103) (the "Equipment").

2. In consideration of the premises and the agreements herein contained and other good and valuable consideration, the receipt of which is hereby acknowledged, PNCEF does hereby sell, transfer and assign to Assignee, all of PNCEF's rights, title and interest in and to the Equipment described on Exhibit No. 1 attached hereto (the "Assigned Equipment"), subject to the terms and conditions of the Master Assignment Agreement and Specification executed pursuant thereto between PNCEF and Assignee, and Assignee is accepting all of the same, in each such case to the extent attributable to the period commencing on and continuing after the consummation of such assignment and acceptance on June 29, 2012, and PNCEF shall have no interest or authority of any nature regarding the Assigned Equipment.

3. This Memorandum of Assignment and Assumption Agreement may be executed in any number of counterparts, each of which shall be an original, all of which when taken together shall constitute one agreement binding on all parties, notwithstanding that all parties are not signatories to the same counterpart.

[REMAINDER OF THIS PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, each of the parties hereto has caused this Memorandum of Assignment and Assumption Agreement to be executed by its duly authorized officer as of the date first written above.

**PNC EQUIPMENT FINANCE, LLC**

By: [Signature]  
 Name: William C Badger  
 Title: SVP

STATE OF Georgia

COUNTY OF Gwinnett

)  
 ) ss.  
 )

On this 29<sup>th</sup> day of June 2012, before me, Jake Matson, the undersigned Notary Public, personally appeared William Badger personally known to me to be the person who executed the within instrument as SVP on behalf of PNC Equipment Finance, LLC, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



[Signature]  
 Name: Jake Matson  
 Notary Public

My Commission Expires: Jan. 4, 2016  
 Residing in: Duluth, GA

**FIFTH THIRD EQUIPMENT FINANCE  
COMPANY**

By: *Scott D. Kley*  
 Name: **SCOTT D. KLEY**  
 Title: **Vice President**

STATE OF Ohio )  
 ) ss.:  
 COUNTY OF Clermont )

On this 29<sup>th</sup> day of June, 2012, before me, ~~Scott D. Kley~~ Amy A. Grant, the undersigned Notary Public, personally appeared Scott D. Kley personally known to me to be the person who executed the within instrument as Vice President on behalf of Fifth Third Equipment Finance Company, and acknowledged to me that the corporation executed it.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



AMY A. GRANT  
 NOTARY PUBLIC  
 STATE OF OHIO  
 Recorded in  
 Clermont County  
 My Comm. Exp. 5/31/15

*Amy A. Grant*  
 Name: \_\_\_\_\_  
 Notary Public  
 My Commission Expires: 5/31/15  
 Residing in: Clermont County

**EXHIBIT NO. 1**  
**TO MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

**DESCRIPTION OF RAILCARS AND REPORTING MARKS**

Three hundred thirteen (313) Covered Hopper Railcars numbered NCIX000534 – NCIX000648, NCIX001299 – NCIX001440, NCIX001829 – NCIX001853, NCIX002001 – NCIX002034 inclusive (excluding, NCIX000578, 1361 and 2005)

**LAW OFFICES OF  
LOUIS E. GITOMER, LLC.**

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Ms. Cynthia T. Brown

July 2, 2012

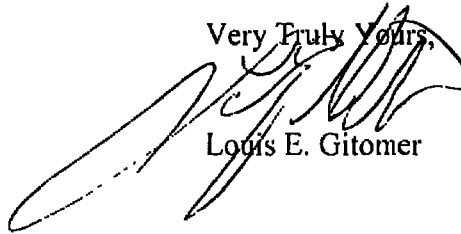
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Very Truly Yours,

A handwritten signature in black ink, appearing to read 'L. Gitomer', is written over the typed name 'Louis E. Gitomer'.

Louis E. Gitomer

Enclosure